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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**SUMMARY COVER SHEET TO THE ELEVENTH APPLICATION  
OF PACHULSKI STANG ZIEHL & JONES LLP FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL  
AND NECESSARY EXPENSES INCURRED AS COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
THE PERIOD FROM DECEMBER 1, 2018 THROUGH MARCH 31, 2019**

In accordance with the Local Rules for the Southern District of New York, Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this summary (this “Summary”) of fees and expenses sought as actual, reasonable, and necessary in the fee application to which this

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save, Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is 19 Spear Road, Suite 310, Ramsey, NJ.

Summary is attached (the “Application”)<sup>2</sup> for the period from December 1, 2018 through March 31, 2019 (the “Application Period”).

PSZJ submits the Application as an interim fee application in accordance with the Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331, Fed. R. Bankr. P. 2016, and Local Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated September 1, 2015 [Docket No. 765] (the “Interim Compensation Order”).

Name of applicant	Pachulski Stang Ziehl & Jones LLP
Name of client	Official Committee of Unsecured Creditors
Time period covered by this application	December 1, 2018 - March 31, 2019
Total compensation sought this period	\$16,342.25
Total expenses sought this period	\$85.13
Petition date	July 19, 2015
Retention date	Effective July 24, 2015
Date of order approving employment	September 22, 2015
Total compensation approved by interim order to date	\$2,597,633.88
Total expenses approved by interim order to date	\$28,627.03
Total allowed compensation paid to date	\$2,574,090.01
Total allowed expenses paid to date	\$28,627.03
Blended rate in this application for all attorneys	\$565.91
Blended rate in this application for all timekeepers	\$411.64
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$4,302.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$47.73
Number of professionals included in this application	7
If applicable, number of professionals in this application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this period	N/A
Number of professionals billing fewer than 15 hours to the case during this period	7

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<sup>2</sup> Capitalized terms used but not otherwise defined in this Summary shall have the meanings ascribed to such terms in the Application.

Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	Yes. The total fees sought in this Application using rates disclosed in the retention application is \$13,603.75.
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This is a:     \_\_\_ Monthly       x   Interim     \_\_\_ Final Application.

Dated: June 5, 2019

New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**ELEVENTH APPLICATION OF PACHULSKI STANG ZIEHL  
& JONES LLP FOR INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF ACTUAL AND NECESSARY EXPENSES INCURRED AS COUNSEL  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM DECEMBER 1, 2018 THROUGH MARCH 31, 2019**

Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), attorneys for the  
Official Committee of Unsecured Creditors (the “Committee”) of the debtors and debtors in  
possession in the above-captioned cases (the “Debtors”), hereby submits its eleventh interim fee

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save, Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is 19 Spear Road, Suite 310, Ramsey, NJ.

application (the “Application”) for the period from December 1, 2018 through March 31, 2019 (the “Application Period”) in accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331, Fed. R. Bankr. P. 2016, and Local Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated September 1, 2015 [Docket No. 765] (the “Interim Compensation Order”). In support of the Application, PSZJ submits the declaration of Robert J. Feinstein (the “Feinstein Declaration”) attached hereto as **Exhibit A** and incorporated herein by reference. In further support of the Application, PSZJ respectfully states as follows:

#### **Preliminary Statement**

1. PSZJ requests: (a) interim allowance and payment of compensation in the amount of \$16,342.25 for fees on account of reasonable and necessary professional services rendered to the Committee by PSZJ; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$85.13 incurred by PSZJ during the Application Period. PSZJ reserves the right to apply in the future for reimbursement of actual and necessary costs and expenses, if any, incurred by members of the Committee in connection with their service as members of the Committee during the Application Period.

#### **Jurisdiction and Basis for Relief**

2. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1(a) of the Local

Rules for the Southern District of New York (the “Local Rules”), the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the “Local Guidelines”), and the Interim Compensation Order.

**Background**

5. On July 19, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

6. On July 24, 2015, the Office of the United States Trustee (the “UST”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of: (i) 1199SEIU Health Care Employees Pension Fund; (ii) Basser-Kaufman, Inc.; (iii) C&S Wholesale Grocers, Inc.; (iv) CBA Industries, Inc.; (v) McKesson Corporation; (vi) Pension Benefit Guaranty Corporation; and (vii) United Food and Commercial Workers International Union.

7. On September 1, 2015, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all retained professionals in these cases.

**A. PSZJ Retention**

8. On August 28, 2015, the Committee filed the *Application of the Official Committee of Unsecured Creditors of the Debtors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Counsel Nunc Pro Tunc to July 24, 2015* [Docket No. 676]. On September 22, 2015 the Court entered an *Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc*

to July 24, 2015 (the “Retention Order”) [Docket No. 1059]. The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

9. On December 23, 2015, PSZJ filed the *Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 2161], which disclosed hourly rate changes for PSZJ professionals effective January 1, 2016.

10. On October 28, 2016, the Committee filed the *Application of the Official Committee of Unsecured Creditors to Amend Retention of Pachulski Stang Ziehl & Jones LLP as Counsel* [Docket No. 3280] (the “Application to Amend”). On November 17, 2016, the Court entered an *Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors of the Debtors*, signed on November 16, 2016 [Docket No. 3314] (the “Amended Retention Order”), modifying the retention terms of PSZ&J and authorizing PSZ&J to pursue avoidance actions under sections 544, 547, 549, and 550 (the “Avoidance Actions”) on a partial contingency fee basis effective as of November 16, 2016.

11. Specifically, the Amended Retention Order authorizes compensation payable to PSZ&J, subject to Court approval and in accordance with section 330 of the Bankruptcy Code, on (A) the greater of (i) thirty-three percent (33%) of the gross recovery to the estates from each Avoidance Action; or (ii) (a) an hourly basis charged at fifty (50) percent of PSZ&J's standard hourly rates then in effect for work expended in pursuing an Avoidance

Action, plus (b) reimbursement of all actual and necessary expenses.<sup>2</sup> The Amended Retention Order also provides that the Prepetition PIK Notes Secured Parties and Prepetition Convertible Notes Secured Parties shall pay the fees incurred in the pursuit of any Avoidance Action to a maximum amount of 33% of the cash recovery from each Avoidance Action (the “Lender Paid Percentage”), and to the extent the fees of such Avoidance Action exceed this amount, the estates shall pay the difference between the amount due under paragraph 10(a) of the Application to Amend and the Lender Paid Percentage. Reimbursement of expenses for the pursuit and settlement of the Avoidance Actions shall be payable first from the recovery of such Avoidance Action, and second from the estates.

12. PSZJ bills its time and expenses for services provided under the Retention Order to matter 002 (“Matter 002”) and bills its time and expenses for services related to Avoidance Actions provided under the Amended Retention Order to matter 003 (“Matter 003”).

13. On January 25, 2017, PSZJ filed the *Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 3417], which disclosed hourly rate changes for PSZJ professionals effective January 1, 2017.

14. On December 21, 2017, PSZJ filed the *Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July*

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<sup>2</sup> PSZ&J will seek allowance and payment of the contingency fee portion in connection with the pursuit of Avoidance Actions and related expenses in later application(s). This Application only covers the reduced hourly rate component of the fees incurred in Matter 003 during the Application Period in accordance with the Amended Retention Order.

24, 2015 [Docket No. 3956] (the “2018 Supplemental Declaration”), which disclosed hourly rate changes for PSZJ professionals effective January 1, 2018.

15. On January 23, 2018, PSZJ filed the *Amended Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 3982], which amended the 2018 Supplemental Declaration.

16. On January 8, 2019, PSZJ filed the *Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 4272], which disclosed hourly rate changes for PSZJ professionals effective January 1, 2019.

**B. Compensation Paid and Its Source**

17. All services for which PSZJ requests compensation were performed for or on behalf of the Committee. PSZJ has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZJ and any other person other than the partners of PSZJ for the sharing of compensation to be received for services rendered in these cases. PSZJ has not received a retainer in these cases.

**C. Monthly Fee Statements for the Application Period**

18. PSZJ has filed and served the following monthly fee statements (the “Prior Monthly Statements”) for the periods December 1, 2018 through March 31, 2019, pursuant to the

Interim Compensation Order.<sup>3</sup> To date, no objections to any Prior Monthly Statement have been filed.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
01/18/19 Docket No. 4286	12/01/18 – 12/31/18	\$5,377.50	\$47.73	\$2,657.60	\$47.73
05/16/19 Docket No. 4355	01/01/19 – 01/31/19	\$6,649.50	\$37.40	\$0.00	\$0.00
05/16/19 Docket No. 4356	02/01/19 – 02/28/19	\$1,681.25	\$0.00	Pending	Pending
05/16/19 Docket No. 4357	03/01/19 – 03/31/19	\$2,634.00	\$0.00	Pending	Pending

#### **Statement of Services Rendered and Time Expended**

19. Pursuant to the Local Guidelines, the Firm has classified all services performed for which compensation is sought for this period into one of several major categories. The Firm attempted to place the services performed in the category that best relates to the service provided. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category.

20. **Exhibit B** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each PSZJ professional and paraprofessional that provided services to the Committee during the Application Period. The rates charged by PSZJ for services rendered to the Committee are the same rates that PSZJ charges generally for professional services rendered to its non-bankruptcy clients.

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<sup>3</sup> PSZJ's invoices containing a complete itemization of all time records and expenses for PSZJ's professionals and paraprofessionals for the Application Period were attached to the Prior Monthly Statements.

21. **Exhibit C** sets forth a task code summary that includes the aggregate hours per task code spent by PSZJ professionals and paraprofessionals in rendering services to the Committee during the Application Period.

22. **Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by PSZJ in connection with services rendered to the Committee in Matter 002 during the Application Period.

23. **Exhibit E-1** contains copies of the Budget (defined below) and Staffing Plan (defined below).

24. **Exhibit E-2** is a chart comparing the hours and fees set forth in the Budget to the hours and fees for which PSZJ seeks compensation during the Application Period.

25. **Exhibit F** is a chart setting forth the Customary and Comparable Compensation Disclosures.

**Services Rendered and Disbursements Incurred During the Application Period**

**(Matter .002)**

**A. Case Administration**

26. Time billed to this category relates to work regarding administration of these cases. During the Application Period, the Firm, among other things: (1) maintained a memorandum of critical dates and (2) conferred regarding case administration issues.

Fees:	\$1,254.00	Hours:	2.20
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**B. Claims Administration/Objection**

27. Time billed to this category relates to work regarding claims administration and claims objections. During the Application Period, the Firm conferred and corresponded with parties regarding certain claims, stipulations, and case status.

Fees:	\$521.50	Hours:	0.70
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**C. Compensation of Professionals (Others)**

28. Time billed to this category relates to work regarding the compensation of professionals. During the Application Period, the Firm reviewed and analyzed fee applications and invoices relating to other professionals.

Fees: \$1,155.00 Hours: 1.20

**D. Operations**

29. Time billed to this category includes services relating to the Debtors' operations. During the Application Period, the Firm reviewed and analyzed the Debtors' monthly operating report.

Fees: \$287.50 Hours: 0.30

**E. PSZ&J Compensation**

30. Time billed to this category relates to the preparation of the Firm's monthly fee statements and its tenth interim fee application.

Fees: \$5,534.00 Hours: 14.00

**F. PSZ&J Retention**

31. During the Application Period, the Firm prepared its declaration regarding supplement rate changes.

Fees: \$428.50 Hours: 1.10

**G. Stay Litigation**

32. Time billed to this category relates to the automatic stay and relief from stay motions. During the Application Period, the Firm reviewed a stipulation granting relief from stay.

Fees: \$277.50 Hours: 0.30

**H. Tax Issues**

33. During the Application Period, the Firm corresponded with various parties regarding tax refunds.

Fees: \$1,110.00

Hours: 1.20

**Services Rendered and Disbursements Incurred During the Application Period**

**(Matter .003)**

**I. Avoidance Actions**

34. Time billed to this category relates to work regarding the recovery of preferential transfers. During the Application Period, the Firm, among other things: (1) conferred and corresponded regarding various issues with respect to preference actions, including mediation, release and payments, and outstanding matters; (2) reviewed and analyzed the global settlement; (3) performed work regarding settlement offers and counter-offers; (4) maintained a settlement tracking chart; and (6) drafted a certification of preference settlements.

Fees: \$4,719.00

Hours: 13.80

**J. Hearing**

35. Time billed to this category relates to the firm's attendance at hearings.

Fees: \$171.75

Hours: 0.30

**K. PSZ&J Compensation**

36. Time billed to this category relates to the preparation of the Firm's contingency fee application and correspondence regarding the same.

Fees: \$883.50

Hours: 4.60

37. The nature of work performed by PSZJ is fully set forth in the invoices attached to the Prior Monthly Statements. These are PSZJ's normal hourly rates for work of this

character. The reasonable value of the services rendered by PSZJ for the Committee during the Application Period is \$16,342.25.

38. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the complexity of the cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZJ has reviewed the requirements of the Local Rules, the Local Guidelines, and the Interim Compensation Order, and believes that this Application complies with such rule and order.

**Actual and Necessary Expenses Incurred by PSZJ**

39. As summarized in **Exhibit D** attached hereto, PSZJ has incurred a total of \$85.13 in expenses on behalf of the Committee during the Application Period for which it seeks reimbursement.

40. PSZJ customarily charges \$0.10 per page for photocopying expenses and \$0.10 per page for scanning and printing charges. PSZJ's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZJ summarizes each client's photocopying charges on a daily basis.

41. PSZJ charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZJ's calculation of the actual costs incurred by PSZJ for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZJ does not charge the Committee for the receipt of faxes in this Case.

42. With respect to providers of on-line legal research services (*e.g.*, LEXIS and Westlaw), PSZJ charges the standard usage rates these providers charge for computerized legal research. PSZJ bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZJ is passed on to the client.

43. PSZJ believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZJ believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Budget and Staffing Plan**

44. PSZJ provided to the Committee a budget (the "Budget") and staffing plan (the "Staffing Plan") for the Application Period. Copies of the Budget and Staffing Plan are attached as **Exhibit E-1**. Attached as **Exhibit E-2** is a comparison of the hours and fees budgeted for each task code category to which PSZJ professionals and paraprofessionals billed time during the Application Period against the hours and fees for which PSZJ seeks compensation for during the Application Period. As set forth in **Exhibit E-2**, PSZJ's fees are less than the budgeted amount by \$8,657.75.

#### **Reservation of Rights**

45. It is possible that some professional time expended or expenses incurred by PSZJ or Committee member expenses incurred during the Application Period are not reflected in this Application. PSZJ reserves the right to include such amounts in future fee applications.

**Notice**

46. Pursuant to the Interim Compensation Order, notice of the Application has been served upon: (i) the Debtors c/o The Great Atlantic & Pacific Tea Company, Inc., 19 Spear Road, Suite 310, Ramsey, NJ 07446; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn.: Brian Masumoto, Esq.); and (iv) the attorneys for Fortress Credit Corp., as agent for the DIP Lender, Jones Day, 250 Vesey Street, New York, New York 10281-1047 (Attn.: Scott J. Greenberg, Esq.) (collectively, the “Notice Parties”). PSZJ submits that no other or further notice need be provided.

**No Prior Request**

47. No prior application for the relief requested herein has been made to this or any other court.

*[REST OF THIS PAGE INTENTIONALLY LEFT BLANK]*

WHEREFORE, PSZJ respectfully requests that this Court enter an order:

(a) allowing PSZJ (i) interim compensation for services rendered and expenses incurred during the Application Period in the amount of \$16,342.25 of fees on account of reasonable and necessary professional services rendered to the Committee by PSZJ and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$85.13; (b) authorizing the Debtors to pay the unpaid balance of such amounts to PSZJ; and (c) granting any other relief that this Court deems necessary and appropriate.

Dated: June 5, 2019  
New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein

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*Counsel for the Official Committee of Unsecured  
Creditors*

**EXHIBIT A**

**Feinstein Declaration**

Robert J. Feinstein  
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*Counsel for the Official Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**DECLARATION OF ROBERT J. FEINSTEIN IN SUPPORT  
OF ELEVENTH APPLICATION OF PACHULSKI  
STANG ZIEHL & JONES LLP FOR INTERIM  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL  
AND NECESSARY EXPENSES INCURRED AS COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
THE PERIOD FROM DECEMBER 1, 2018 THROUGH MARCH 31, 2019**

I, Robert J. Feinstein, declare under penalty of perjury pursuant to 28 U.S.C.

§ 1746 and pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is 19 Spear Road, Suite 310, Ramsey, NJ

of the Local Rules for the Bankruptcy Court for the Southern District of New York that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 780 Third Avenue, 34th Floor, New York, New York 10017. I am duly admitted to practice law in, among other places, the State of New York and the United States District Court for the Southern District of New York.

2. I have personally reviewed the information contained in the Application, and believe its contents to be true and correct to the best of my knowledge, information and belief. In addition, I believe that the Application complies with the Local Rules for the Southern District of New York and the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*.

3. All services for which PSZJ requests compensation were performed for or on behalf of the Committee. PSZJ has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZJ and any other person other than the partners of PSZJ for the sharing of compensation to be received for services rendered in these cases. PSZJ has not received a retainer in these cases.

4. PSZJ makes the following disclosures pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013*.

5. The Court authorized the Committee to retain PSZJ as their attorneys in these chapter 11 cases pursuant to the *Order Authorizing and Approving the Employment of*

*Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 1059] entered on September 22, 2015.

The billing rates in this Application are higher than those disclosed and approved at retention.

6. Seven professionals and three paraprofessionals are included in this Application. Of those professionals, seven billed fewer than 15 hours during the Application Period. Of the paraprofessionals, two billed fewer than 15 hours during the Application Period.

7. PSZJ provided the Budget and Staffing Plan contained in **Exhibit E-1** to the Committee.<sup>2</sup> As set forth in **Exhibit E-2**, PSZJ billed \$8,657.75 less than the budgeted amount of fees for the Application Period.

8. In accordance with the U.S. Trustee Guidelines, PSZJ responds to the questions identified therein as follows:

Question 1: Did PSZJ agree to any variations from, or alternatives to, PSZJ's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did PSZJ discuss the reasons for the variation with the client?

Answer: The fees sought in this Application do not exceed the fees budgeted for the time period covered by this Application by 10% or more.

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<sup>2</sup> The Budget and Staffing Plan pertain only to Matter 002.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices?

Answer: No.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: No.

Question 6: Does the Application include any rate increases since PSZJ's retention in these cases?

Answer: Yes. On January 8, 2019, PSZJ filed the *Declaration of Robert J. Feinstein in Furtherance of Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 24, 2015* [Docket No. 4272], which disclosed hourly rate changes for PSZJ professionals effective January 1, 2019. The increased rates are annual adjustments that reflect, among other things, the individual's capabilities and years of experience and other internal and external economic conditions. The hourly rates are PSZJ's standard hourly rates for work of this nature, and are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. PSZJ submits that its rates are consistent with market rates

and reasonable based on the customary compensation charged by comparably  
skilled practitioners in cases other than cases under the Bankruptcy Code.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct to the best of my knowledge and belief.

Dated: June 5, 2019

/s/ Robert J. Feinstein

Robert J. Feinstein

**EXHIBIT B**

**Timekeeper Summary**

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	YEAR OF PARTNERSHIP	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Robert J. Feinstein	Partner	1982	2001	\$1,145.00	0.10	\$114.50
*Robert J. Feinstein	Partner	1982	2001	\$572.50	0.30	\$171.75
Bradford J. Sandler	Partner	1996	2010	\$975.00	1.60	\$1,560.00
Bradford J. Sandler	Partner	1996	2010	\$925.00	2.20	\$2,035.00
*Bradford J. Sandler	Partner	1996	2010	\$487.50	0.90	\$438.75
*Andrew W. Caine	Partner	1983	1989	\$497.50	1.60	\$796.00
Colin R. Robinson	Of Counsel	2001	N/A	\$795.00	0.40	\$318.00
*Beth E. Levine	Of Counsel	1993	N/A	\$375.00	2.70	\$1,012.50
*Jeffrey P. Nolan	Of Counsel	1992	N/A	\$375.00	3.20	\$1,200.00
*Jeffrey P. Nolan	Of Counsel	1992	N/A	\$397.50	1.30	\$516.75
*Steven W. Golden	Associate	2015	N/A	\$495.00	0.10	\$49.50
*Steven W. Golden	Associate	2015	N/A	\$247.50	0.20	\$49.50
La Asia S. Canty	Paralegal	N/A	N/A	\$395.00	12.60	\$4,977.00
La Asia S. Canty	Paralegal	N/A	N/A	\$375.00	3.00	\$1,125.00
*La Asia S. Canty	Paralegal	N/A	N/A	\$187.50	5.90	\$1,106.25
*La Asia S. Canty	Paralegal	N/A	N/A	\$197.50	0.90	\$177.75
Patricia J. Jeffries	Paralegal	N/A	N/A	\$395.00	0.70	\$276.50
Patricia J. Jeffries	Paralegal	N/A	N/A	\$375.00	0.30	\$112.50
*Patricia J. Jeffries	Paralegal	N/A	N/A	\$187.50	0.20	\$37.50
*Mike A. Matteo	Paralegal	N/A	N/A	\$175.00	1.10	\$192.50
*Mike A. Matteo	Paralegal	N/A	N/A	\$187.50	0.40	\$75.00
<b>Total</b>					<b>39.70</b>	<b>\$16,342.25</b>

\* These hours represent time billed at a reduced rate of 50% of hourly billing rate pursuant to the Amended Retention Order (defined herein) for services provided solely in connection with work related to the Avoidance Actions in Matter 003.

**EXHIBIT C**

**Task Code Summary**

**Matter 002**

<b>Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
CA	Case Administration	2.20	\$1,254.00
CO	Claims Administration/Objections	0.70	\$521.50
CPO	Compensation of Prof./Others	1.20	\$1,155.00
OP	Operations	0.30	\$287.50
PC	PSZ&J Compensation	14.00	\$5,534.00
PR	PSZ&J Retention	1.10	\$428.50
SL	Stay Litigation	0.30	\$277.50
TI	Tax Issues	1.20	\$1,110.00
<b>Total</b>		<b>21.00</b>	<b>\$10,568.00</b>

**Matter 003**

<b>Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
AC	Avoidance Actions	13.80	\$4,719.00
HE	Hearing	0.3	\$171.75
PC	PSZ&J Compensation	4.60	\$883.50
<b>Total</b>		<b>18.70</b>	<b>\$5,774.25</b>

**EXHIBIT D**

**Disbursement Summary**

**Matter 002**

<b>Expenses (by Category)</b>	<b>Amounts</b>
Conference Call	\$17.86
Federal Express	\$17.67
Postage	\$49.60
<b>Total</b>	<b>\$85.13</b>

**EXHIBIT E-1**

**Budget & Staffing Plan**

**Pachulski Stang Ziehl & Jones LLP Budget  
(December 1, 2018 - March 31, 2019)**

<b>Matter</b>	<b>Description</b>	<b>Projected Total Hours 12/01/18- 03/31/19</b>	<b>Projected Total Fees 12/01/18- 03/31/19</b>
AA	Asset Analysis/Recovery	0.00	\$0.00
AC	Avoidance Actions	15.00	\$6,000.00
AD	Asset Disposition	0.00	\$0.00
BL	Bankruptcy Litigation	0.00	\$0.00
CA	Case Administration	5.00	\$2,000.00
CO	Claims Admin/ Objections	2.50	\$1,000.00
CPO	Compensation of Professionals/ Others	5.00	\$2,000.00
EB	Employee Benefits/Pension	0.00	\$0.00
EC	Executory Contracts	0.00	\$0.00
FF	Financial Filings	0.00	\$0.00
FN	Financing	0.00	\$0.00
GC	General Creditors Comm.	0.00	\$0.00
HE	Hearing	2.50	\$1,000.00
IC	Insurance Coverage	0.00	\$0.00
JSR	Joint Status Report	0.00	\$0.00
MC	Meeting of Creditors	0.00	\$0.00
NT	Non-Working Travel	0.00	\$0.00
OP	Operations	2.50	\$1,000.00
PC	PSZJ Compensation	20.00	\$8,000.00
PR	PSZ&J Retention	2.50	\$1,000.00
PD	Plan & Disclosure Statement	0.00	\$0.00
RP	Retention of Professionals	0.00	\$0.00
SL	Stay Litigation	2.50	\$1,000.00
TI	Tax Issues	5.00	\$2,000.00
<b>TOTAL</b>		<b>62.50</b>	<b>\$25,000.00</b>

**Staffing Plan (December 1, 2018 - March 31, 2019)**

<b>Projected Staffing</b>	
<b>Partner</b>	Four
<b>Counsel</b>	Four
<b>Associate</b>	One
<b>Paralegal</b>	Four
<b>Case Mgt Asst</b>	None

**EXHIBIT E-2**

**Budget Comparison**

**Pachulski Stang Ziehl & Jones LLP Budget Comparison  
(December 1, 2018 - March 31, 2019)**

<b>Matter</b>	<b>Description</b>	<b>Projected Total Hours 12/01/18- 03/31/19</b>	<b>Actual Total Hours 12/01/18- 03/31/19</b>	<b>Projected Total Fees 12/01/18- 03/31/19</b>	<b>Actual Total Fees 12/01/18- 03/31/19</b>
AA	Asset Analysis/Recovery	0.00	0.00	\$0.00	\$0.00
AC	Avoidance Actions	15.00	13.80	\$6,000.00	\$4,719.00
AD	Asset Disposition	0.00	0.00	\$0.00	\$0.00
BL	Bankruptcy Litigation	0.00	0.00	\$0.00	\$0.00
CA	Case Administration	5.00	2.20	\$2,000.00	\$1,254.00
CO	Claims Admin/ Objections	2.50	0.70	\$1,000.00	\$521.50
CPO	Compensation of Professionals/ Others	5.00	1.20	\$2,000.00	\$1,155.00
EB	Employee Benefits/Pension	0.00	0.00	\$0.00	\$0.00
EC	Executory Contracts	0.00	0.00	\$0.00	\$0.00
FF	Financial Filings	0.00	0.00	\$0.00	\$0.00
FN	Financing	0.00	0.00	\$0.00	\$0.00
GC	General Creditors Comm.	0.00	0.00	\$0.00	\$0.00
HE	Hearing	2.50	0.30	\$1,000.00	\$171.75
IC	Insurance Coverage	0.00	0.00	\$0.00	\$0.00
JSR	Joint Status Report	0.00	0.00	\$0.00	\$0.00
MC	Meeting of Creditors	0.00	0.00	\$0.00	\$0.00
NT	Non-Working Travel	0.00	0.00	\$0.00	\$0.00
OP	Operations	2.50	0.30	\$1,000.00	\$287.50
PC	PSZJ Compensation	20.00	18.60	\$8,000.00	\$6,417.50
PR	PSZ&J Retention	2.50	1.10	\$1,000.00	\$428.50
PD	Plan & Disclosure Statement	0.00	0.00	\$0.00	\$0.00
RP	Retention of Professionals	0.00	\$0.00	\$0.00	\$0.00
SL	Stay Litigation	2.50	0.30	\$1,000.00	\$277.50
TI	Tax Issues	5.00	1.20	\$2,000.00	\$1,110.00
<b>TOTAL</b>		<b>62.50</b>	<b>39.70</b>	<b>\$25,000.00</b>	<b>\$16,342.25</b>

**EXHIBIT F**

**Customary and Comparable Compensation Disclosures**

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS**

(See Guidelines C.3. for definitions of terms used in this Exhibit.)

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)		BLENDED HOURLY RATE	
		BILLED OR COLLECTED  Firm or offices for preceding year, excluding bankruptcy*	BILLED  In this fee application
	Sr./Equity Partner/Shareholder	\$925.00	\$763.58
	Of Counsel	\$780.00	\$400.95
	Associate (4-6 years since first admission)	\$525.00	\$330.00
	Paralegal	\$370.00	\$321.91
	All timekeepers aggregated	\$770.00**	\$411.64

\* Represents approximate blended hourly rate. Non-estate work for PSZ&J represents a de minimis amount of the Firm's revenues as the Firm's engagements are primarily on behalf of debtors, official committees, and other estate-billed constituencies. For the fiscal year ending 2017, non-estate work represented approximately 2-3% of the Firm's revenues. In 2018, non-estate work represented approximately 4-5% of the Firm's revenues, and in 2019, it is expected that non-estate work will represent approximately 4-5% of the Firm's revenues.

\*\*Represents an estimate for the aggregate blended hourly rate for all timekeepers on non-estate work.

Case Name: The Great Atlantic & Pacific Tea Company, Inc., et al.  
Case Number: 15-23007 (RDD)  
Applicant's Name: Pachulski Stang Ziehl & Jones LLP  
Date of Application: 06/05/19  
Interim or Final: Interim